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Attorneys for Bethesda Softworks, LLC

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
(Richmond Division)**

In re:	*	Chapter 11
	*	
CIRCUIT CITY STORES, INC., <i>et al.</i>,	*	Case No. 08-35653 (KRH)
	*	
Debtors.	*	(Jointly Administered)
* * * * *	*	* * * * *

VERIFIED STATEMENT PURSUANT TO RULE 2019 OF THE BANKRUPTCY CODE

McKenna Long & Aldridge LLP (the “MLA Firm”), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, hereby files this Verified Statement.

1. Name and address of creditors/parties in interest represented:

Bethesda Softworks LLC
c/o McKenna Long & Aldridge LLP
John G. McJunkin, Esq.
1900 K Street, NW
Washington, DC 20006
Phone: 202-496-7312
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Email: jmcjunkin@mckennalong.com

Marc Realty, 120 Orchard LLC, 427 Orchard LLC and FT Orchard LLC
c/o McKenna Long & Aldridge LLP
John G. McJunkin, Esq.
1900 K Street, NW
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Phone: 202-496-7312
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2. Nature and amount of claim or interest and time of acquisition thereof unless it is alleged to have been acquired more than one year prior to the filing of the petition:

A. Bethesda Softworks LLC holds, or may hold, reclamation claims (currently estimated to be \$3,848,875.72), Bankruptcy Code Section 503(b)(9) claims (currently estimated to be \$3,838,606.40), general unsecured claims, and/or post-petition administrative claims (amounts depend, in part, upon determinations with respect to reclamation and Section 503(b)(9) claim determinations) in this Chapter 11 case. Counsel has been retained by this creditor to represent it in all matters regarding this Chapter 11 proceeding at its normal and customary hourly rates.

B. Marc Realty, 120 Orchard LLC, 427 Orchard LLC and FT Orchard LLC are landlords and creditors which hold, or may hold, general unsecured claims, post-petition administrative claims (currently estimated to be \$55,626.72) and/or other rights arising from leases and/or subleases which had not expired as of the Petition Date in this Chapter 11 case. Counsel has been retained by these creditors/landlords to represent it in all matters regarding this Chapter 11 proceeding at its normal and customary hourly rates.

3. A recital of pertinent facts and circumstances in connection with the employment of the entity or entities at whose instance, directly or indirectly, the employment was arranged:

Certain members of the MLA Firm, while at their previous law firm, represented Bethesda Softworks LLC (and/or one or more affiliated entities) as a client on a variety of matters, and were asked by in-house counsel for Bethesda Softworks LLC to represent the client in this Chapter 11 case. Those same members of the MLA Firm, while at their previous law

firm, were colleagues of the Chicago, Illinois counsel for Marc Realty, et al., Colleen McManus, who requested that they serve as Virginia counsel for her firm's clients in this Chapter 11 case.

4. With reference to the time of the employment of the entity, the organization or formation of the committee, or the appearance in the case, the amounts of claims or interests owned by the entity, the times when acquired, the amounts paid therefor, and any sales or other disposition thereof.

This is not applicable to the MLA Firm.

Dated: December 1, 2008

/s/ John G. McJunkin

John G. McJunkin, (VSB No. 31011)

J. David Folds, (VSB No. 44068)

Daniel J. Carrigan, (PRO HAC VICE)

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VERIFICATION

Pursuant to 28 U.S.C. § 1746, I, John G. McJunkin, of the law firm of McKenna Long & Aldridge LLP, declare under penalty of perjury that I have read the foregoing statement and that it is true and correct to the best of my knowledge, information and belief.

/s/ John G. McJunkin

John G. McJunkin

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing document was served by electronic means through the ECF system on this 1st day of December, 2008.

/s/ John G. McJunkin

John G. McJunkin